



P.O. Box 4547
 Houston, TX 77210
 713-977-8686

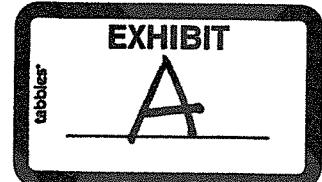
May 31, 2013

Digerati Technologies, Inc.
 Attn: Art Smith
 3463 Magic Drive, Ste. 259
 San Antonio, TX 78229

INVOICE #: 340082 ELR
 Billed through: May 31, 2013
 Client/Matter #: 851191 00001

RE: General

Beginning Trust Balance \$50,000.00



PROFESSIONAL SERVICES RENDERED

05/30/13	DCB	0.50 hrs	275.00 /hr	137.50
Confer with Mr. Rothberg regarding new matter and initial SEC search.				
05/30/13	KJM	1.50 hrs	130.00 /hr	195.00
UCC lien research (0.5). Begin researching company for Chapter 11 (1.0).				
05/30/13	ELR	1.00 hrs	400.00 /hr	400.00
Multiple revisions to the Chapter 11 petition.				
05/30/13	ELR	3.00 hrs	400.00 /hr	1,200.00
Lengthy conference calls with client and research relative to venue of Chapter 11 case.				
05/30/13	ELR	2.50 hrs	400.00 /hr	1,000.00
Lengthy conference calls with litigators to coordinate removal of various pending state court cases and the filing of suggestions of bankruptcy.				
05/30/13	ELR	2.00 hrs	400.00 /hr	800.00
Lengthy conference calls with client and corporate counsel to discuss benefits of Chapter 11 filing.				
05/30/13	MMH	0.40 hrs	285.00 /hr	114.00
Office conference and email with Ms. Krasoff regarding drafting extension of deadline to file schedules.				
05/30/13	MMH	1.50 hrs	285.00 /hr	427.50
Review Secretary of State records for information relevant to client's business.				
05/30/13	MMH	3.00 hrs	285.00 /hr	855.00

Client-	851191 00001	Bill # 340082	PAGE	2
		Draft background information for pleadings.		
05/30/13	MMH		4.00 hrs	285.00 /hr
		Review various documents and relevant information pertaining client business and financial issues.		1,140.00
05/30/13	AEC		1.00 hrs	320.00 /hr
		Research 28 U.S.C. 1408 and subject matter jurisdiction and propose modifications to official form for voluntary petition.		320.00
05/30/13	KJM		2.00 hrs	130.00 /hr
		Contact noticing companies BMC and Epiq Systems and interview same regarding proposals.		260.00
05/30/13	MSK		2.00 hrs	185.00 /hr
		Reviewed and analyzed documents for preparation of the Chapter 11 Petition.		370.00
05/30/13	MSK		1.20 hrs	185.00 /hr
		Drafted the Chapter 11 Petition.		222.00
05/30/13	MSK		1.30 hrs	185.00 /hr
		Reviewed and revised the Chapter 11 Petition, and filed the same.		240.50
05/31/13	MMH		0.50 hrs	285.00 /hr
		Review relevant information to draft motion to establish procedures to transfer equity shares.		142.50
05/30/13	DCB		1.50 hrs	275.00 /hr
		Additional review of files to identify all litigation cases, parties, etc (.8). Correspondence with litigation team regarding and consideration regarding suggestions of bankruptcy, potential removals, and potential consolidation (.7).		412.50
05/31/13	ELR		0.10 hrs	400.00 /hr
		Review and approve Form 8-k notification.		40.00
05/31/13	ELR		0.20 hrs	400.00 /hr
		Telephone conference with creditor S. Block to discuss reasons for filing.		80.00
05/31/13	ELR		0.20 hrs	400.00 /hr
		Telephone conference with creditor Crist to discuss reasons for filing.		80.00
05/31/13	ELR		0.70 hrs	400.00 /hr
		Conference call with representatives of EPIQ Systems to discuss noticing public shareholders.		280.00
05/31/13	ELR		0.10 hrs	400.00 /hr
		Review need for filing of Form 26.		40.00
05/31/13	ELR		0.10 hrs	400.00 /hr
		Review and respond to email from litigation counsel regarding need to file		40.00

Client-		851191 00001	Bill # 340082	PAGE	3
		suggestion of bankruptcy in case on appeal.			
05/31/13	MMH		0.40 hrs	285.00 /hr	114.00
		Cursory review of services agreement from Epiq.			
05/31/13	MMH		1.00 hrs	285.00 /hr	285.00
		Begin drafting motion to limit notice.			
05/31/13	MMH		0.50 hrs	285.00 /hr	142.50
		Review information from Broadridge regarding shareholder list.			
05/31/13	MMH		0.30 hrs	285.00 /hr	85.50
		Review and respond to email from Mr. Pratt regarding background information.			
05/31/13	MMH		0.40 hrs	285.00 /hr	114.00
		Various email with Ms. Donovan regarding shareholder list.			
05/31/13	MMH		0.50 hrs	285.00 /hr	142.50
		Various email and phone conference with client regarding utilities.			
05/31/13	MMH		0.50 hrs	285.00 /hr	142.50
		Office conference and email with Ms. Mayle regarding shareholder issues.			
05/31/13	MMH		0.50 hrs	285.00 /hr	142.50
		Review various comments and revisions to background information.			
05/31/13	MMH		0.50 hrs	285.00 /hr	142.50
		Various email and phone conference with client regarding general bankruptcy issues.			
05/31/13	MMH		0.50 hrs	285.00 /hr	142.50
		Various phone conferences with representative at EPIQ regarding noticing services.			
05/31/13	KJM		1.00 hrs	130.00 /hr	130.00
		Email discussions regarding stock lists.			
05/31/13	KJM		1.00 hrs	130.00 /hr	130.00
		Prepare for and attend conference with Epiq regarding noticing.			
				TOTAL FEES FOR THIS MATTER	\$10,510.00

EXPENSES	Pages	Amount
05/30/13 Lexis-Nexis Online Research		7.52
05/31/13 Filing Fee		13.29

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05/31/13	Filing Fee	13.29
05/31/13	Court Copies (851191-17)	2.50
05/31/13	Court Copies	35.25
05/31/13	Postage Expense	193.53
05/31/13	Research Fee-Secretary of State	1.00
TOTAL EXPENSES FOR THIS MATTER		<hr/> \$306.25

BILLING SUMMARY:

DCB	Brown, Deirdre C.	2.00 hrs @	\$275.00 /hr	\$550.00
AEC	Catmull, Annie E.	1.00 hrs @	\$320.00 /hr	\$320.00
MMH	Haselden, Melissa A.	14.50 hrs @	\$285.00 /hr	\$4,132.50
MSK	Krasoff, Mazelle S.	4.50 hrs @	\$185.00 /hr	\$832.50
KJM	Mayle, Kathy J.	5.50 hrs @	\$130.00 /hr	\$715.00
ELR	Rothberg, Edward L.	9.90 hrs @	\$400.00 /hr	<hr/> \$3,960.00
FEE RECAP TOTALS		37.40 hrs		\$10,510.00

TOTAL FEES	\$10,510.00
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TOTAL EXPENSES	\$306.25
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TOTAL CHARGES FOR THIS BILL	<hr/> \$10,816.25
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Beginning Trust Balance:	\$50,000.00
Trust Transferred to this Invoice:	\$0.00
Ending Trust Balance:	\$50,000.00

Federal ID# 76-0381346

Please Indicate Invoice Number on Your Check



P.O. Box 4547
 Houston, TX 77210
 713-977-8686

May 31, 2013

Digerati Technologies, Inc.
 Attn: Art Smith
 3463 Magic Drive, Ste. 259
 San Antonio, TX 78229

INVOICE #: 340083 ELR
 Billed through: May 31, 2013
 Client/Matter #: 851191 00002

RE: Schedules & Statement, 341, MORS

PROFESSIONAL SERVICES RENDERED

05/31/13	ELR	0.10	hrs	400.00 /hr	40.00
	Review and revise 20 largest creditor list.				
05/31/13	KJM	0.20	hrs	130.00 /hr	26.00
	Confer with Mr. Rothberg regarding periodic reporting.				
05/31/13	KJM	0.50	hrs	130.00 /hr	65.00
	Review cases as to parties for service.				
05/31/13	KJM	0.20	hrs	130.00 /hr	26.00
	Emails with American Stock & Transfer regarding stockholders list.				
05/31/13	KJM	0.50	hrs	130.00 /hr	65.00
	Prepare 20 largest creditors list.				
05/31/13	KJM	1.00	hrs	130.00 /hr	130.00
	Work on Schedules D and F, listing of creditors.				
05/31/13	MSK	0.60	hrs	185.00 /hr	111.00
	Reviewed and revised the Motion to Extend the deadline for schedules and statements to include needing additional time for the list of equity holders.				
05/31/13	MSK	1.10	hrs	185.00 /hr	203.50
	Drafted the Motion to Extend the Deadline to File Schedules and Statement of Financial Affairs, and proposed order.				
05/31/13	MSK	0.70	hrs	185.00 /hr	129.50
	Drafted the 2016B Statement, and filed the same.				

TOTAL FEES FOR THIS MATTER

\$796.00

Client- 851191 00002

Bill # 340083

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BILLING SUMMARY:

MSK	Krasoff, Mazelle S.	2.40 hrs @	\$185.00 /hr	\$444.00
KJM	Mayle, Kathy J.	2.40 hrs @	\$130.00 /hr	\$312.00
ELR	Rothberg, Edward L.	0.10 hrs @	\$400.00 /hr	\$40.00
	FEE RECAP TOTALS	4.90 hrs		\$796.00
TOTAL FEES				\$796.00
TOTAL CHARGES FOR THIS BILL				\$796.00

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May 31, 2013

Digerati Technologies, Inc.
 Attn: Art Smith
 3463 Magic Drive, Ste. 259
 San Antonio, TX 78229

INVOICE #: 340084 ELR
 Billed through: May 31, 2013
 Client/Matter #: 851191 00003

RE: Professionals

PROFESSIONAL SERVICES RENDERED

05/31/13	MMH	0.40 hrs	285.00 /hr	114.00
		Review and revise affidavit in support of application to employ Hoover Slovacek.		
05/31/13	MMH	0.50 hrs	285.00 /hr	142.50
		Review and revise application to employ Hoover Slovacek.		
05/31/13	MSK	0.70 hrs	185.00 /hr	129.50
		Reviewed and revised the Application to Employ Hoover Slovacek.		
05/31/13	MSK	1.30 hrs	185.00 /hr	240.50
		Drafted the affidavit and the proposed order for the application to employ Hoover Slovacek.		
		TOTAL FEES FOR THIS MATTER		\$626.50

BILLING SUMMARY:

MMH	Haselden, Melissa A.	0.90 hrs @	\$285.00 /hr	\$256.50
MSK	Krasoff, Mazelle S.	2.00 hrs @	\$185.00 /hr	\$370.00
	FEE RECAP TOTALS	2.90 hrs		\$626.50

TOTAL FEES	\$626.50
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TOTAL CHARGES FOR THIS BILL	\$626.50
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Client- 851191 00003

Bill # 340084

PAGE

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Federal ID# 76-0381346

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**P.O. Box 4547
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May 31, 2013

Digerati Technologies, Inc.
Attn: Art Smith
3463 Magic Drive, Ste. 259
San Antonio, TX 78229

INVOICE #: 340085 **ELR**
Billed through: May 31, 2013
Client/Matter #: 851191 00011

RE: DIP Financing

PROFESSIONAL SERVICES RENDERED

05/30/13	ELR	1.50 hrs	400.00 /hr	600.00
Lengthy conference calls with client and potential DIP Lenders to discuss terms of DIP financing.				
05/30/13	MMH	0.70 hrs	285.00 /hr	199.50
Begin drafting Motion to Approve DIP Financing.				
05/31/13	ELR	0.20 hrs	400.00 /hr	80.00
Review and comment on background section for DIP motion.				
05/31/13	ELR	0.20 hrs	400.00 /hr	80.00
Review and comment DIP Loan agreement.				
05/31/13	MMH	0.50 hrs	285.00 /hr	142.50
Various email and phone conference with client pertaining to DIP motion.				
05/31/13	MMH	1.00 hrs	285.00 /hr	285.00
Continue drafting Motion to Approve DIP Financing.				
05/31/13	MMH	1.00 hrs	285.00 /hr	285.00
Draft secured DIP Promissory Note for Hurley Fairview loan.				
05/31/13	MMH	1.00 hrs	285.00 /hr	285.00
Draft secured DIP Promissory Note for Riverstone Capital loan.				
TOTAL FEES FOR THIS MATTER				\$1,957.00

BILLING SUMMARY:

Client-	851191 00011	Bill # 340085	PAGE	2
MMH	Haselden, Melissa A.	4.20 hrs @	\$285.00 /hr	\$1,197.00
ELR	Rothberg, Edward L.	1.90 hrs @	\$400.00 /hr	\$760.00
	FEE RECAP TOTALS	6.10 hrs		\$1,957.00
TOTAL FEES				\$1,957.00
TOTAL CHARGES FOR THIS BILL				\$1,957.00

Federal ID# 76-0381346

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May 31, 2013

Digerati Technologies, Inc.
 Attn: Art Smith
 3463 Magic Drive, Ste. 259
 San Antonio, TX 78229

INVOICE #: 340086 ELR
 Billed through: May 31, 2013
 Client/Matter #: 851191 00013

RE: Digerati v. Sonfield Litigation

PROFESSIONAL SERVICES RENDERED

05/30/13	SKR	0.70	hrs	110.00	/hr	77.00
Review emails and documents from client and review, revise, file and serve Suggestion of Bankruptcy in Digerati Technologies v Sonfield and Sonfield, et al., Cause No. 2013-06483, In the 281st Judicial District Court for Harris County, Texas.						
05/30/13	MSK	0.60	hrs	185.00	/hr	111.00
Drafted the Suggestion of Bankruptcy in the Sonfield case.						
05/31/13	MSK	0.80	hrs	185.00	/hr	148.00
Drafted the Suggestion of Bankruptcy to be filed in the 14th Court of Appeals.						
05/31/13	LKW	1.30	hrs	100.00	/hr	130.00
Pulled case information from Harris County District Clerk for notices of removal.						
05/31/13	DCB	2.00	hrs	275.00	/hr	550.00
Draft motion to transfer venue.						
TOTAL FEES FOR THIS MATTER						\$1,016.00

BILLING SUMMARY:

DCB	Brown, Deirdre C.	2.00 hrs @	\$275.00	/hr	\$550.00
MSK	Krasoff, Mazelle S.	1.40 hrs @	\$185.00	/hr	\$259.00
SKR	Ray, Samantha K.	0.70 hrs @	\$110.00	/hr	\$77.00
LKW	Welborn, Lorna K.	1.30 hrs @	\$100.00	/hr	\$130.00
FEE RECAP TOTALS		5.40 hrs			\$1,016.00

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TOTAL FEES	\$1,016.00
TOTAL CHARGES FOR THIS BILL	<hr/> \$1,016.00

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 Attn: Art Smith
 3463 Magic Drive, Ste. 259
 San Antonio, TX 78229

INVOICE #: 340087 ELR
 Billed through: May 31, 2013
 Client/Matter #: 851191 00014

RE: Digerati v. Oleum Capital Litigation

PROFESSIONAL SERVICES RENDERED

05/30/13	SKR	0.70 hrs	110.00 /hr	77.00
Review emails and documents from client and review, revise, file and serve Suggestion of Bankruptcy in Digerati Technologies v Oleum Capital LLC, Case No. 2:13-cv-00191-GMN-VCF, In the U.S. District Court for the District of Nevada.				
05/30/13	MSK	0.60 hrs	185.00 /hr	111.00
Drafted the Suggestion of Bankruptcy in the Digerati vs. Oleum Capital Case.				

TOTAL FEES FOR THIS MATTER \$188.00

BILLING SUMMARY:

MSK	Krasoff, Mazelle S.	0.60 hrs @	\$185.00 /hr	\$111.00
SKR	Ray, Samantha K.	0.70 hrs @	\$110.00 /hr	\$77.00
FEE RECAP TOTALS		1.30 hrs		\$188.00

TOTAL FEES \$188.00

TOTAL CHARGES FOR THIS BILL \$188.00

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May 31, 2013

Digerati Technologies, Inc.
 Attn: Art Smith
 3463 Magic Drive, Ste. 259
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INVOICE #: 340088 ELR
 Billed through: May 31, 2013
 Client/Matter #: 851191 00015

RE: Rhodes Holdings v. Gorham Litigation

PROFESSIONAL SERVICES RENDERED

05/30/13	SKR	0.70 hrs	110.00 /hr	77.00
Review emails and documents from client and review, revise, file and serve the Suggestion of Bankruptcy in Rhodes Holdings, et al v Gorham, et al., Cause No. 2013-CI-02253, In the 258th District Court for Bexar County, Texas.				
05/30/13	MSK	0.60 hrs	185.00 /hr	111.00
Drafted the Suggestion of Bankruptcy in the Rhodes case.				
05/31/13	MSK	0.20 hrs	185.00 /hr	37.00
Emailed the file stamped Bexar County Suggestion of Bankruptcy to the clients and state court attorneys.				
05/31/13	MSK	0.40 hrs	185.00 /hr	74.00
Reviewed and revised the Suggestion of Bankruptcy to file in Bexar County, and filed the same.				
05/31/13	DCB	0.50 hrs	275.00 /hr	137.50
Review notice of removal of Bexar County case and all related state court proceedings filed with same.				
TOTAL FEES FOR THIS MATTER				\$436.50

BILLING SUMMARY:

DCB	Brown, Deirdre C.	0.50 hrs @	\$275.00 /hr	\$137.50
MSK	Krasoff, Mazelle S.	1.20 hrs @	\$185.00 /hr	\$222.00
SKR	Ray, Samantha K.	0.70 hrs @	\$110.00 /hr	\$77.00
FEE RECAP TOTALS		2.40 hrs		\$436.50

Client- 851191 00015 Bill # 340088 PAGE 2

TOTAL FEES	\$436.50
TOTAL CHARGES FOR THIS BILL	<hr/> \$436.50

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Digerati Technologies, Inc.
 Attn: Art Smith
 3463 Magic Drive, Ste. 259
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INVOICE #: 340089 ELR
 Billed through: May 31, 2013
 Client/Matter #: 851191 00016

RE: Sonfield v. Albeck Litigation

PROFESSIONAL SERVICES RENDERED

05/30/13	SKR	0.70 hrs	110.00 /hr	77.00
Review emails and documents from client and review, revise, file and serve the Suggestion of Bankruptcy in Robert Sonfield, Jr. v Albeck, et al., Cause No. 2013-05429, In the 129th Judicial District Court for Harris County, Texas.				
05/30/13	MSK	0.60 hrs	185.00 /hr	111.00
Drafted Suggestion of Bankruptcy in the Sonfield v. Albeck case.				
TOTAL FEES FOR THIS MATTER				\$188.00

BILLING SUMMARY:

MSK	Krasoff, Mazelle S.	0.60 hrs @	\$185.00 /hr	\$111.00
SKR	Ray, Samantha K.	0.70 hrs @	\$110.00 /hr	\$77.00
FEE RECAP TOTALS		1.30 hrs		\$188.00
TOTAL FEES				\$188.00
TOTAL CHARGES FOR THIS BILL				\$188.00

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May 31, 2013

Digerati Technologies, Inc.
Attn: Art Smith
3463 Magic Drive, Ste. 259
San Antonio, TX 78229

INVOICE #: 340090 **ELR**
Billed through: May 31, 2013
Client/Matter #: 851191 00017

RE: Recap Marketing v. Jaclin Litigation

PROFESSIONAL SERVICES RENDERED

05/30/13	SKR	0.70 hrs	110.00 /hr	77.00
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Review emails and documents from the client and review, revise, file and serve the Suggestion of Bankruptcy in Recap Marketing v Jaclin, et al, Cause No. 2013-04580 in the 157th Judicial District Court for Harris County, Texas.

05/30/13	MSK	0.60 hrs	185.00 /hr	111.00
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Drafted the Suggestion of Bankruptcy in the Recap Marketing Case.

TOTAL FEES FOR THIS MATTER			\$188.00
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BILLING SUMMARY:

MSK	Krasoff, Mazelle S.	0.60 hrs @	\$185.00 /hr	\$111.00
SKR	Ray, Samantha K.	0.70 hrs @	\$110.00 /hr	\$77.00
	FEE RECAP TOTALS	1.30 hrs		\$188.00

TOTAL FEES	\$188.00
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TOTAL CHARGES FOR THIS BILL	\$188.00
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